

Exhibit C

US MOBILCOMM, INC.

ACTION BY CONSENT IN WRITING
OF THE
BOARD OF DIRECTORS

Dated: December 27, 1994

The undersigned, being the sole member of the Board of Directors of US MOBILCOMM, INC., a Delaware corporation, by Consent in Writing pursuant to the authority contained in the Delaware General Corporation Law, without the formality of convening a meeting, does hereby consent to the following actions of this Corporation:

RESOLVED, That this Corporation accept the offers of the following people (individually, "Subscriber") to acquire from the Corporation that number of shares of common stock, \$.01 par value per share, as set forth beside their names below, in consideration of the transfer to the Corporation of cash in the amount of \$.01 per share, receipt of which is hereby acknowledged:

<u>Name of Subscriber</u>	<u>Number of Shares</u>
David W. Elkin	275
Jeffrey Norman	125

FURTHER RESOLVED, That the President and Secretary of this Corporation be, and each of them hereby is, authorized, empowered and directed to issue and deliver certificates for fully paid and nonassessable shares of stock, \$.01 par value per share, of this Corporation to each Subscriber for that amount of shares set forth above; and

FURTHER RESOLVED, That it is intended that the stock of this Corporation qualify under Section 1244 of the Internal Revenue Code of 1986, as amended; and

FURTHER RESOLVED, That this Corporation qualify to transact business as a foreign corporation in the Commonwealth of Pennsylvania pursuant to the authority contained in the Pennsylvania Business Corporation Law of 1988, as amended; and

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FURTHER RESOLVED, That the President, Executive Vice President, Treasurer, Secretary and Assistant Secretary of this Corporation be, and each of them hereby is, authorized, empowered and directed to do any and all things, to execute any and all documents including, but not limited to, the Pennsylvania Application for Certificate of Authority to be filed with the Pennsylvania Department of State, Corporation Bureau, and to expend such monies as may be necessary to effect the intent of the foregoing Resolutions.



David W. Elkin